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IN THE CHANCERY COURT OF LEWIS COUNTY
AT HOHENWALD, TENNESSEE

In Re: Sentinel Trust Company

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Case No. 4781

FILED
AM DEC 01 2004 1:30 PM
JANET WILLIAMS, CLERK & MASTER
BY: *Janet Williams*

AGREED ORDER CONCERNING
GRUNDY COUNTY SERIES 1999 BOND ISSUE

Pending before the Court is Grundy County, Tennessee's Motion for Transfer of Books and Records (filed August 27, 2004) -- concerning a Grundy County bond issue, School Refunding Bonds, Series 1999 -- to Deutsche Bank National Trust Company ("Deutsche") as successor fiduciary. The only opposition to that motion was by the Receiver (filed September 21, 2004) which stated that the bid process concerning successor fiduciaries, which was then underway, should be completed prior to allowing a transfer of the fiduciary position to Deutsche.

Since the filing of Grundy County's motion, but prior to the Receiver filing on November 4, 2004 its own motion to transfer fiduciary positions, the Receiver was informed by SunTrust Bank that it did not desire to stand in the way of Deutsche being the successor fiduciary to the Grundy County bond issue. Grundy County has reconfirmed its desire, and has given instruction, to have the fiduciary positions held by Sentinel Trust Company, in Receivership, transferred to Deutsche. The Receiver has received from Grundy County all of the fees and expenses owed on the particular bond issue. All matters relating to the transfer of the fiduciary position and the books and records of the Grundy County bond issue to Deutsche have been agreed upon to the Receiver's and to Grundy County's satisfaction, including 1) Deutsche

being responsible for the filing of proofs of claim on behalf of the current Grundy County bondholders, 2) Deutsche being responsible for receiving any notices from the Receiver concerning the proof of claim process on behalf of the current Grundy County bondholders and 3) the transfer of fiduciary position to Deutsche does not include transfer by the Commissioner-in-Possession and the Receiver of claims against third parties on behalf of the Sentinel Trust receivership, its claimants and its creditors.

Because there was no objection to Grundy County's motion, other than that from the Receiver, and those matters having been since agreed to, the Court, through this Agreed Order, approves the transfer of the fiduciary position and the books and records of the Grundy County bond issue to Deutsche. Deutsche is not to be responsible for any past actions or omissions of previous fiduciaries.

There appearing no reason or just cause for delay, the Court finds that this Order shall constitute a final appealable Order on the matters covered and shall be entered as such upon entry on the docket. Rule 54 Tenn.R.Civ.P.

It is so ORDERED, this the 1 day of ^{Dec} November, 2004.



Hon. R.E. Lee Davies

Submitted for Approval

William B. Hubbard (by G. Matherne of permission)

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